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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0052

2010

For calendar year 2010, or tax year beginning 6/1/2010 **, and ending** 5/31/2011

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return
☐ Amended return ☒ Address change ☐ Name change

Name of foundation: FORDNEY LAURA B TW

A Employer identification number: 23-6208546

Number and street (or P O box number if mail is not delivered to street address): Wells Fargo Bank N A - 101N Independence Mall E MACY1372-062

Room/suite:

B Telephone number (see page 10 of the instructions): (888) 730-4933

City or town, state, and ZIP code: Philadelphia PA 19106-2112

C If exemption application is pending, check here ▶ ☐

D 1. Foreign organizations, check here ▶ ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

H Check type of organization ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 1,007,016

J Accounting method ☒ Cash ☐ Accrual
☐ Other (specify)
(Part I, column (d) must be on cash basis)

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))*

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants etc , received (attach schedule)				
	2	Check ▶ ☒ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	0	0		
	4	Dividends and interest from securities	29,913	29,535		
	5 a	Gross rents		0		
	b	Net rental income or (loss) 0				
	6 a	Net gain or (loss) from sale of assets not on line 10	75,922			
	b	Gross sales price for all assets on line 6a 462,737				
	7	Capital gain net income (from Part IV, line 2)		75,922		
	8	Net short-term capital gain			0	
	9	Income modifications				
	10 a	Gross sales less returns and allowances 0				
	b	Less Cost of goods sold 0				
	c	Gross profit or (loss) (attach schedule)	0			
	11	Other income (attach schedule)	0	0	0	
	12	**Total.** Add lines 1 through 11	105,835	105,457	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	11,757	8,817		2,939
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16 a	Legal fees (attach schedule)	0	0	0	0
	b	Accounting fees (attach schedule)	0	0	0	0
	c	Other professional fees (attach schedule)	0	0	0	0
	17	Interest				
	18	Taxes (attach schedule) (see page 14 of the instructions)	382	382	0	0
	19	Depreciation (attach schedule) and depletion	0	0	0	
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	0	0	0	0
	24	**Total operating and administrative expenses.** Add lines 13 through 23	12,139	9,199	0	2,939
	25	Contributions, gifts, grants paid	36,371			36,371
	26	**Total expenses and disbursements** Add lines 24 and 25	48,510	9,199	0	39,310
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	57,325			
	b	**Net investment income** (if negative, enter -0-)		96,258		
	c	**Adjusted net income** (if negative, enter -0-)			0	

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For Paperwork Reduction Act Notice, see page 30 of the instructions.
(HTA)

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

	Line	Description		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash—non-interest-bearing			0	
	2	Savings and temporary cash investments		43,508	46,399	46,399
	3	Accounts receivable ▶	0			
		Less allowance for doubtful accounts ▶	0	0	0	0
	4	Pledges receivable ▶	0			
		Less allowance for doubtful accounts ▶	0	0	0	0
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)		0	0	0
	7	Other notes and loans receivable (attach schedule) ▶	0			
		Less allowance for doubtful accounts ▶	0	0	0	0
	8	Inventories for sale or use			0	
	9	Prepaid expenses and deferred charges			0	
	10 a	Investments—U S and state government obligations (attach schedule)		0	0	0
	b	Investments—corporate stock (attach schedule)		0	0	0
	c	Investments—corporate bonds (attach schedule)		0	0	0
	11	Investments—land, buildings, and equipment basis ▶	0			
		Less accumulated depreciation (attach schedule) ▶	0	0	0	0
	12	Investments—mortgage loans				
	13	Investments—other (attach schedule)		799,622	839,571	960,617
	14	Land, buildings, and equipment basis ▶	0			
		Less accumulated depreciation (attach schedule) ▶	0	0	0	0
	15	Other assets (describe ▶)		0	0	0
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)		843,130	885,970	1,007,016
Liabilities	17	Accounts payable and accrued expenses			0	
	18	Grants payable				
	19	Deferred revenue			0	
	20	Loans from officers, directors, trustees, and other disqualified persons		0	0	
	21	Mortgages and other notes payable (attach schedule)		0	0	
	22	Other liabilities (describe ▶)		0	0	
	23	**Total liabilities** (add lines 17 through 22)		0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.**	▶ ☐			
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.	▶ ☒			
	27	Capital stock, trust principal, or current funds		843,130	885,970	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	**Total net assets or fund balances** (see page 17 of the instructions)		843,130	885,970	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)		843,130	885,970	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	843,130
2	Enter amount from Part I, line 27a	2	57,325
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	900,455
5	Decreases not included in line 2 (itemize) ▶ COST BASIS ADJUSTMENT	5	14,485
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	885,970

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	See Attached Statement			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	0	0	0	0
b	0	0	0	0
c	0	0	0	0
d	0	0	0	0
e	0	0	0	0

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a	0	0	0	0
b	0	0	0	0
c	0	0	0	0
d	0	0	0	0
e	0	0	0	0

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	75,922
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8	3	0

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2009	31,968	842,985	0 037922
2008	53,010	757,079	0 070019
2007			0 000000
2006			0 000000
2005			0 000000

2 **Total** of line 1, column (d)	2	0 107941
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 053971
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	921,042
5 Multiply line 4 by line 3	5	49,710
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	963
7 Add lines 5 and 6	7	50,673
8 Enter qualifying distributions from Part XII, line 4	8	39,310

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions on page 18

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1 a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ________ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	1,925
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0
3	Add lines 1 and 2	3	1,925
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	1,925
6	Credits/Payments		
a	2010 estimated tax payments and 2009 overpayment credited to 2010 — 6a — 18		
b	Exempt foreign organizations—tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c — 0		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments Add lines 6a through 6d	7	18
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	0
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	1,907
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	0
11	Enter the amount of line 10 to be **Credited to 2011 estimated tax** ▶ 0 **Refunded** ▶	11	0

Part VII-A Statements Regarding Activities

			Yes	No
1 a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ________ **(2)** On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4 a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8 a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ PA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ WELLS FARGO BANK N A Telephone no ▶ 888-730-4933

Located at ▶ 101N Independence Mall E MACY1372-062 Philadelphia PA ZIP+4 ▶ 19106-2112

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041**—Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

				Yes	No
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)?		1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐				
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010?	☐ Yes ☒ No			
	If "Yes," list the years ▶ 20_____ , 20_____ , 20_____ , 20_____				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see page 22 of the instructions)		2b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20_____ , 20_____ , 20_____ , 20_____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2010 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010)*		3b	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?		4b		X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? **5b** N/A

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53 4945–5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b** N/A

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Wells Fargo Bank, N A 101N Independence Mall EMACY1372-062 Phil	Trustee 4 00	11,757	0	0
	00	0	0	0
	00	0	0	0
	00	0	0	0

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over $50,000 ▶ 0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		0
		0
		0
		0
		0
Total number of others receiving over $50,000 for professional services ▶		

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 24 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See page 24 of the instructions 3 NONE	0
Total. Add lines 1 through 3 ▶	0

Part X Minimum Investment Return (All domestic foundations must complete this part Foreign foundations, see page 24 of the instructions)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes			
a	Average monthly fair market value of securities		1a	896,717
b	Average of monthly cash balances		1b	38,351
c	Fair market value of all other assets (see page 25 of the instructions)		1c	
d	**Total** (add lines 1a, b, and c)		1d	935,068
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e		
2	Acquisition indebtedness applicable to line 1 assets		2	
3	Subtract line 2 from line 1d		3	935,068
4	Cash deemed held for charitable activities Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)		4	14,026
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	921,042
6	**Minimum investment return.** Enter 5% of line 5		6	46,052

Part XI Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part)

1	Minimum investment return from Part X, line 6			1	46,052
2a	Tax on investment income for 2010 from Part VI, line 5	2a	1,925		
b	Income tax for 2010 (This does not include the tax from Part VI)	2b	0		
c	Add lines 2a and 2b			2c	1,925
3	Distributable amount before adjustments Subtract line 2c from line 1			3	44,127
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	44,127
6	Deduction from distributable amount (see page 25 of the instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	44,127

Part XII Qualifying Distributions (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26	1a	39,310
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	0
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	39,310
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	39,310

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see page 26 of the instructions)

			(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1	Distributable amount for 2010 from Part XI, line 7					44,127
2	Undistributed income, if any, as of the end of 2010					
a	Enter amount for 2009 only				0	
b	Total for prior years 20____, 20____, 20____			0		
3	Excess distributions carryover, if any, to 2010					
a	From 2005	NONE				
b	From 2006	NONE				
c	From 2007	NONE				
d	From 2008	5,663				
e	From 2009	NONE				
f	**Total** of lines 3a through e		5,663			
4	Qualifying distributions for 2010 from Part XII, line 4 ▶ $ 39,310					
a	Applied to 2009, but not more than line 2a				0	
b	Applied to undistributed income of prior years (Election required—see page 26 of the instructions)			0		
c	Treated as distributions out of corpus (Election required—see page 26 of the instructions)		0			
d	Applied to 2010 distributable amount					39,310
e	Remaining amount distributed out of corpus		0			
5	Excess distributions carryover applied to 2010 *(If an amount appears in column (d), the same amount must be shown in column (a))*		4,817			4,817
6	**Enter the net total of each column as indicated below:**					
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5		846			
b	Prior years' undistributed income Subtract line 4b from line 2b			0		
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed					
d	Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions			0		
e	Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions				0	
f	Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011					0
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)					
8	Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)		0			
9	**Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a		846			
10	Analysis of line 9					
a	Excess from 2006	0				
b	Excess from 2007	0				
c	Excess from 2008	846				
d	Excess from 2009	0				
e	Excess from 2010	0				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year (a) 2010	Prior 3 years (b) 2009	(c) 2008	(d) 2007	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	0				0
b 85% of line 2a	0	0	0	0	0
c Qualifying distributions from Part XII, line 4 for each year listed	0				0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c	0	0	0	0	0
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter (1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	0				0
c "Support" alternative test—enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year—see page 28 of the instructions.)

1 **Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000) (See section 507(d)(2))

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NONE

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ▶ [X] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number of the person to whom applications should be addressed

b The form in which applications should be submitted and information and materials they should include

c Any submission deadlines

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
See Attached Statement				
Total			▶ **3a**	36,371
b *Approved for future payment*				
NONE				
Total			▶ **3b**	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a		0		0	0
b		0		0	0
c		0		0	0
d		0		0	0
e		0		0	0
f		0		0	0
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	29,913	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	75,922	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a		0		0	0
b		0		0	0
c		0		0	0
d		0		0	0
e		0		0	0
12 Subtotal Add columns (b), (d), and (e)		0		105,835	0

13 Total. Add line 12, columns (b), (d), and (e) 13 105,835

(See worksheet in line 13 instructions on page 29 to verify calculations)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See page 29 of the instructions)
	Not Applicable

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
	0	Not Applicable	
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge

John M Salentic | 9/30/2011 | VP AND TAX DIRECTOR

Signature of officer or trustee | Date | Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
Donald J Roman		9/30/2011		P00364310
Firm's name ► PricewaterhouseCoopers, LLP			Firm's EIN ► 13-4008324	
Firm's address ► 600 GRANT STREET, PITTSBURGH, PA 15219-2777			Phone no 412-355-6000	

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name
PENN HOME

Street
ATTN MARK SAUER EXEC DIR

City	State	Zip Code	Foreign Country
PHILADELPHIA	PA	19125	

Relationship	Foundation Status
NONE	501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution	Amount
GENERAL SUPPORT GRANT	36,371

Name

Street

City	State	Zip Code	Foreign Country

Relationship	Foundation Status

Purpose of grant/contribution	Amount
	0

Name

Street

City	State	Zip Code	Foreign Country

Relationship	Foundation Status

Purpose of grant/contribution	Amount
	0

Name

Street

City	State	Zip Code	Foreign Country

Relationship	Foundation Status

Purpose of grant/contribution	Amount
	0

Name

Street

City	State	Zip Code	Foreign Country

Relationship	Foundation Status

Purpose of grant/contribution	Amount
	0

Name

Street

City	State	Zip Code	Foreign Country

Relationship	Foundation Status

Purpose of grant/contribution	Amount
	0

Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

	Amount
Long Term CG Distributions	2,648
Short Term CG Distributions	0

Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Securities	462,737	386,815	75,922
Other sales	0	0	0

Index	Check "X" if Sale of Security	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Net Gain or Loss
1	X	PIMCO EMERG MKTS BD-INS	693391559			9/18/2008		12/17/2010	16,622	14,482				2,140
2	X	PIMCO COMMODITY REAL RE	722005667			9/18/2008		10/7/2010	1,506	2,603				-1,097
3	X	PIMCO COMMODITY REAL RE	722005667			9/18/2008		2/2/2011	3,145	4,745				-1,600
4	X	T ROWE PRICE REAL ESTATE	779919109			9/18/2008		7/23/2010	2,164	2,712				-548
5	X	T ROWE PRICE REAL ESTATE	779919109			9/18/2008		10/7/2010	1,868	2,180				-312
6	X	T ROWE PRICE REAL ESTATE	779919109			9/18/2008		12/17/2010	10,030	11,570				-1,540
7	X	T ROWE PRICE REAL ESTATE	779919109			6/18/2009		12/17/2010	5,005	2,811				2,194
8	X	T ROWE PRICE REAL ESTATE	779919109			12/18/2008		12/17/2010	3,520	2,122				1,398
9	X	T ROWE PRICE REAL ESTATE	779919109			10/31/2008		12/17/2010	18,748	13,742				5,006
10	X	ROYCE VALUE PLUS FUND-IN	780905212			7/23/2010		10/7/2010	1,029	982				47
11	X	ROYCE VALUE PLUS FUND-IN	780905212			12/18/2008		12/17/2010	3,830	2,183				1,647
12	X	ROYCE VALUE PLUS FUND-IN	780905212			10/31/2008		12/17/2010	31,908	20,845				11,063
13	X	ROYCE VALUE PLUS FUND-IN	780905212			7/23/2010		12/17/2010	188	160				28
14	X	SSGA EMERGING MARKETS F	784924425			9/18/2008		7/23/2010	333	314				19
15	X	SSGA EMERGING MARKETS F	784924425			9/18/2008		10/7/2010	3,623	3,029				594
16	X	SSGA EMERGING MARKETS F	784924425			9/18/2008		12/17/2010	23,110	19,393				3,717
17	X	SSGA EMERGING MARKETS F	784924425			10/31/2008		5/23/2011	16,061	8,586				7,475
18	X	SSGA EMERGING MARKETS F	784924425			9/18/2008		5/23/2011	7,185	5,996				1,189
19	X	SSGA EMERGING MARKETS F	784924425			2/4/2011		5/23/2011	595	600				-5
20	X	TCW SMALL CAP GROWTH FU	87234N849			12/17/2010		2/2/2011	3,116	3,056				60
21	X	TCW SMALL CAP GROWTH FU	87234N849			12/17/2010		5/23/2011	1,881	1,775				106
22	X	VANGUARD INFLAT PROTECT	922031869			3/18/2010		7/23/2010	976	962				14
23	X	VANGUARD INFLAT PROTECT	922031869			3/18/2010		5/23/2011	3,649	3,440				209
24	X	VANGUARD INFLAT PROTECT	922031869			2/4/2011		5/23/2011	3,242	3,100				142
25	X	VANGUARD INFLAT PROTECT	922031869			9/18/2008		5/23/2011	2,725	2,548				177
26	X	VANGUARD REIT VIPER	922908553			12/17/2010		2/2/2011	2,293	2,136				157
27	X	VANGUARD REIT VIPER	922908553			12/17/2010		5/23/2011	1,263	1,122				141
28	X	WELLS FARGO ADV INTR VA	94984B181			10/31/2008		7/23/2010	2,193	1,747				446
29	X	WELLS FARGO ADV INTR VA	94984B181			10/31/2008		10/7/2010	604	456				148
30	X	WELLS FARGO ADV INTR VA	94984B181			10/31/2008		2/2/2011	1,673	1,141				532
31	X	WELLS FARGO ADV INTR VA	94984B181			2/27/2009		5/23/2011	2,182	1,104				1,078
32	X	WELLS FARGO ADV INTR VA	94984B181			10/31/2008		5/23/2011	27,404	18,215				9,189
33	X	WF ADV ENDEAVOR SELECT-	949915565			9/18/2008		10/7/2010	1,920	2,087				-167
34	X	WF ADV ENDEAVOR SELECT-	949915565			9/18/2008		2/2/2011	6,099	5,748				351
35	X	WF ADV ENDEAVOR SELECT-	949915565			9/18/2008		5/23/2011	34,066	31,886				2,180
36	X	ARTIO TOTAL RETURN BD FD	04315J209			10/31/2008		7/23/2010	1,445	1,274				171
37	X	GOLDEN LARGE CAP CORE F	34984T881			9/18/2008		5/23/2011	11,243	10,332				911
38	X	GOLDMAN SACHS GRTH OPP	38142Y401			7/23/2010		10/7/2010	1,407	1,327				80
39	X	GOLDMAN SACHS GRTH OPP	38142Y401			7/23/2010		2/2/2011	971	822				149
40	X	GOLDMAN SACHS GRTH OPP	38142Y401			10/31/2008		2/2/2011	2,017	1,268				749
41	X	GOLDMAN SACHS GRTH OPP	38142Y401			10/31/2008		5/23/2011	6,011	3,662				2,349
42	X	GOLDMAN SACHS L/C VALUE	38142Y773			7/23/2010		10/7/2010	431	414				17
43	X	GOLDMAN SACHS L/C VALUE	38142Y773			7/23/2010		2/2/2011	173	149				24
44	X	GOLDMAN SACHS L/C VALUE	38142Y773			10/31/2008		2/2/2011	1,618	1,224				394
45	X	GOLDMAN SACHS L/C VALUE	38142Y773			10/31/2008		5/23/2011	9,636	7,276				2,360
46	X	ING INTERNATIONAL REAL ES	44980Q518			9/18/2008		10/7/2010	1,860	1,865				-5
47	X	ING INTERNATIONAL REAL ES	44980Q518			2/27/2009		5/23/2011	5,295	3,031				2,264
48	X	ING INTERNATIONAL REAL ES	44980Q518			9/18/2008		5/23/2011	10,433	10,678				-245
49	X	ING INTERNATIONAL REAL ES	44980Q518			7/23/2010		5/23/2011	2,777	2,438				339
50	X	ING INTERNATIONAL REAL ES	44980Q518			2/4/2011		5/23/2011	493	500				-7

Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

	Amount
Long Term CG Distributions	2,648
Short Term CG Distributions	0

Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Securities	462,737	386,815	75,922
Other sales	0	0	0

Index	Check "X" if Sale of Security	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Net Gain or Loss
51	X	PERKINS MID CAP VALUE F/C	47103C241			7/23/2010		10/7/2010	523	500				23
52	X	PERKINS MID CAP VALUE F/C	47103C241			10/31/2008		12/17/2010	42,749	30,207				12,542
53	X	PERKINS MID CAP VALUE F/C	47103C241			7/23/2010		12/17/2010	1,324	1,181				143
54	X	KEELEY SMALL CAP VAL FD (	487300808			12/17/2010		2/2/2011	2,316	2,243				73
55	X	KEELEY SMALL CAP VAL FD (	487300808			12/17/2010		5/23/2011	990	947				43
56	X	PIMCO TOTAL RET FD-INST #	693390700			9/18/2009		7/23/2010	4,580	4,390				190
57	X	PIMCO TOTAL RET FD-INST #	693390700			6/5/2009		7/23/2010	4,397	4,004				393
58	X	PIMCO EMERG MKTS BD-INS	693391559			7/23/2010		12/17/2010	750	745				5
59	X	ARTIO TOTAL RETURN BD FD	04315J209			2/4/2011		5/23/2011	6,973	6,800				173
60	X	ARTIO TOTAL RETURN BD FD	04315J209			10/31/2008		5/23/2011	21,487	19,177				2,310
61	X	ARTIO INTERNATIONAL EQ F	04315J837			9/18/2008		10/7/2010	2,357	2,434				-77
62	X	DODGE & COX INT'L STOCK F	256206103			9/18/2008		10/7/2010	2,834	2,785				49
63	X	ARTIO TOTAL RETURN BD FD	04315J209			9/18/2009		7/23/2010	5,006	4,826				180
64	X	ARTIO TOTAL RETURN BD FD	04315J209			6/18/2009		7/23/2010	2,033	1,868				165
65	X	DODGE & COX INT'L STOCK F	256206103			9/18/2008		2/2/2011	921	849				72
66	X	DODGE & COX INCOME FD C	256210105			9/18/2009		7/23/2010	4,926	4,811				115
67	X	DODGE & COX INCOME FD C	256210105			6/5/2009		7/23/2010	2,776	2,575				201
68	X	DREYFUS EMG MKT DEBT LO	261980494			2/4/2011		5/23/2011	299	290				9
69	X	JP MORGAN MID CAP VALUE-	339128100			12/17/2010		2/2/2011	718	705				13
70	X	JP MORGAN MID CAP VALUE-	339128100			12/17/2010		5/23/2011	7,101	6,630				471
71	X	GOLDEN SMALL CAP CORE F	34984T857			9/18/2008		10/7/2010	1,120	1,278				-158
72	X	GOLDEN SMALL CAP CORE F	34984T857			6/18/2009		12/17/2010	1,327	912				415
73	X	GOLDEN SMALL CAP CORE F	34984T857			9/18/2008		12/17/2010	34,119	34,388				-269
74	X	GOLDEN SMALL CAP CORE F	34984T857			7/23/2010		12/17/2010	1,004	836				168
75	X	GOLDEN LARGE CAP CORE F	34984T881			9/18/2008		10/7/2010	758	798				-40
76	X	GOLDEN LARGE CAP CORE F	34984T881			9/18/2008		2/2/2011	5,135	4,798				337

Line 18 (990-PF) - Taxes

		382	382	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	PY FED EXCISE TAX	0			
2	ESTIMATED EXCISE TAX PAID	0			
3	FOREIGN TAX WITHHELD	382	382		
4					
5					
6					
7					
8					
9					
10					

Part II, Line 13 (990-PF) - Investments - Other

			799,622	839,571	960,617
	Item or Category	Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year
1	INVESTMENTS OTHER - SEE ATTACHED		799,622	839,571	960,617
2					
3					
4					
5					
6					
7					
8					
9					
10					

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

	Amount
Long Term CG Distributions	2,648
Short Term CG Distributions	0

	Kind(s) of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
					Totals	460,089	0	386,815	73,274	0	0	0	73,274
1	PIMCO EMERG MKTS BD-INST #137	693391559		9/18/2008	12/17/2010	16,622	0	14,482	2,140			0	2,140
2	PIMCO COMMODITY REAL RET STRAT-	722005667		9/18/2008	10/7/2010	1,506	0	2,603	-1,097			0	-1,097
3	PIMCO COMMODITY REAL RET STRAT-	722005667		9/18/2008	2/2/2011	3,145	0	4,745	-1,600			0	-1,600
4	T ROWE PRICE REAL ESTATE FD #122	779919109		9/18/2008	7/23/2010	2,164	0	2,712	-548			0	-548
5	T ROWE PRICE REAL ESTATE FD #122	779919109		9/18/2008	10/7/2010	1,868	0	2,180	-312			0	-312
6	T ROWE PRICE REAL ESTATE FD #122	779919109		9/18/2008	12/17/2010	10,030	0	11,570	-1,540			0	-1,540
7	T ROWE PRICE REAL ESTATE FD #122	779919109		6/18/2009	12/17/2010	5,005	0	2,811	2,194			0	2,194
8	T ROWE PRICE REAL ESTATE FD #122	779919109		12/18/2008	12/17/2010	3,520	0	2,122	1,398			0	1,398
9	T ROWE PRICE REAL ESTATE FD #122	779919109		10/31/2008	12/17/2010	18,748	0	13,742	5,006			0	5,006
10	ROYCE VALUE PLUS FUND-INVT #271	780905212		7/23/2010	10/7/2010	1,029	0	982	47			0	47
11	ROYCE VALUE PLUS FUND-INVT #271	780905212		12/18/2008	12/17/2010	3,830	0	2,183	1,647			0	1,647
12	ROYCE VALUE PLUS FUND-INVT #271	780905212		10/31/2008	12/17/2010	31,908	0	20,845	11,063			0	11,063
13	ROYCE VALUE PLUS FUND-INVT #271	780905212		7/23/2010	12/17/2010	188	0	160	28			0	28
14	SSGA EMERGING MARKETS FD S #151(	784924425		9/18/2008	7/23/2010	333	0	314	19			0	19
15	SSGA EMERGING MARKETS FD S #151(	784924425		9/18/2008	10/7/2010	3,623	0	3,029	594			0	594
16	SSGA EMERGING MARKETS FD S #151(	784924425		9/18/2008	12/17/2010	23,110	0	19,393	3,717			0	3,717
17	SSGA EMERGING MARKETS FD S #151(	784924425		10/31/2008	5/23/2011	16,061	0	8,586	7,475			0	7,475
18	SSGA EMERGING MARKETS FD S #151(	784924425		9/18/2008	5/23/2011	7,185	0	5,996	1,189			0	1,189
19	SSGA EMERGING MARKETS FD S #151(	784924425		2/4/2011	5/23/2011	595	0	600	-5			0	-5
20	TCW SMALL CAP GROWTH FUND-I #472	87234N849		12/17/2010	2/2/2011	3,116	0	3,056	60			0	60
21	TCW SMALL CAP GROWTH FUND-I #472	87234N849		12/17/2010	5/23/2011	1,881	0	1,775	106			0	106
22	VANGUARD INFLAT PROTECT SEC FD #	922031869		3/18/2010	7/23/2010	976	0	962	14			0	14
23	VANGUARD INFLAT PROTECT SEC FD #	922031869		3/18/2010	5/23/2011	3,649	0	3,440	209			0	209
24	VANGUARD INFLAT PROTECT SEC FD #	922031869		2/4/2011	5/23/2011	3,242	0	3,100	142			0	142
25	VANGUARD INFLAT PROTECT SEC FD #	922031869		9/18/2008	5/23/2011	2,725	0	2,548	177			0	177
26	VANGUARD REIT VIPER	922908553		12/17/2010	2/2/2011	2,293	0	2,136	157			0	157
27	VANGUARD REIT VIPER	922908553		12/17/2010	5/23/2011	1,263	0	1,122	141			0	141
28	WELLS FARGO ADV INTR VA FD-IST #5	94984B181		10/31/2008	7/23/2010	2,193	0	1,747	446			0	446
29	WELLS FARGO ADV INTR VA FD-IST #5	94984B181		10/31/2008	10/7/2010	604	0	456	148			0	148
30	WELLS FARGO ADV INTR VA FD-IST #5	94984B181		10/31/2008	2/2/2011	1,673	0	1,141	532			0	532
31	WELLS FARGO ADV INTR VA FD-IST #5	94984B181		2/27/2009	5/23/2011	2,182	0	1,104	1,078			0	1,078
32	WELLS FARGO ADV INTR VA FD-IST #5	94984B181		10/31/2008	5/23/2011	27,404	0	18,215	9,189			0	9,189
33	WF ADV ENDEAVOR SELECT-I #3124	949915565		9/18/2008	10/7/2010	1,920	0	2,087	-167			0	-167
34	WF ADV ENDEAVOR SELECT-I #3124	949915565		9/18/2008	2/2/2011	6,099	0	5,748	351			0	351
35	WF ADV ENDEAVOR SELECT-I #3124	949915565		9/18/2008	5/23/2011	34,066	0	31,886	2,180			0	2,180
36	ARTIO TOTAL RETURN BD FD CL I #152	04315J209		10/31/2008	7/23/2010	1,445	0	1,274	171			0	171
37	GOLDEN LARGE CAP CORE FUND-I	34984T881		9/18/2008	5/23/2011	11,243	0	10,332	911			0	911
38	GOLDMAN SACHS GRTH OPP FD-I #113	38142Y401		7/23/2010	10/7/2010	1,407	0	1,327	80			0	80
39	GOLDMAN SACHS GRTH OPP FD-I #113	38142Y401		7/23/2010	2/2/2011	971	0	822	149			0	149
40	GOLDMAN SACHS GRTH OPP FD-I #113	38142Y401		10/31/2008	2/2/2011	2,017	0	1,268	749			0	749
41	GOLDMAN SACHS GRTH OPP FD-I #113	38142Y401		10/31/2008	5/23/2011	6,011	0	3,662	2,349			0	2,349
42	GOLDMAN SACHS L/C VALUE-I #1216	38142Y773		7/23/2010	10/7/2010	431	0	414	17			0	17
43	GOLDMAN SACHS L/C VALUE-I #1216	38142Y773		7/23/2010	2/2/2011	173	0	149	24			0	24
44	GOLDMAN SACHS L/C VALUE-I #1216	38142Y773		10/31/2008	2/2/2011	1,618	0	1,224	394			0	394
45	GOLDMAN SACHS L/C VALUE-I #1216	38142Y773		10/31/2008	5/23/2011	9,636	0	7,276	2,360			0	2,360
46	ING INTERNATIONAL REAL EST-I #2664	44980Q518		9/18/2008	10/7/2010	1,860	0	1,865	-5			0	-5
47	ING INTERNATIONAL REAL EST-I #2664	44980Q518		2/27/2009	5/23/2011	5,295	0	3,031	2,264			0	2,264
48	ING INTERNATIONAL REAL EST-I #2664	44980Q518		9/18/2008	5/23/2011	10,433	0	10,678	-245			0	-245
49	ING INTERNATIONAL REAL EST-I #2664	44980Q518		7/23/2010	5/23/2011	2,777	0	2,438	339			0	339
50	ING INTERNATIONAL REAL EST-I #2664	44980Q518		2/4/2011	5/23/2011	493	0	500	-7			0	-7
51	PERKINS MID CAP VALUE F/C I #1167	47103C241		7/23/2010	10/7/2010	523	0	500	23			0	23
52	PERKINS MID CAP VALUE F/C I #1167	47103C241		10/31/2008	12/17/2010	42,749	0	30,207	12,542			0	12,542
53	PERKINS MID CAP VALUE F/C I #1167	47103C241		7/23/2010	12/17/2010	1,324	0	1,181	143			0	143
54	KEELEY SMALL CAP VAL FD CL I #2251	487300808		12/17/2010	2/2/2011	2,316	0	2,243	73			0	73
55	KEELEY SMALL CAP VAL FD CL I #2251	487300808		12/17/2010	5/23/2011	990	0	947	43			0	43
56	PIMCO TOTAL RET FD-INST #35	693390700		9/18/2009	7/23/2010	4,580	0	4,390	190			0	190
57	PIMCO TOTAL RET FD-INST #35	693390700		6/5/2009	7/23/2010	4,397	0	4,004	393			0	393

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

	Amount
Long Term CG Distributions	2,648
Short Term CG Distributions	0

	Kind(s) of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
					Totals	460,089	0	386,815	73,274	0	0	0	73,274
58	PIMCO EMERG MKTS BD-INST #137	693391559		7/23/2010	12/17/2010	750	0	745	5			0	5
59	ARTIO TOTAL RETURN BD FD CL I #152	04315J209		2/4/2011	5/23/2011	6,973	0	6,800	173			0	173
60	ARTIO TOTAL RETURN BD FD CL I #152	04315J209		10/31/2008	5/23/2011	21,487	0	19,177	2,310			0	2,310
61	ARTIO INTERNATIONAL EQ FD II #1529	04315J837		9/18/2008	10/7/2010	2,357	0	2,434	-77			0	-77
62	DODGE & COX INT'L STOCK FD #1048	256206103		9/18/2008	10/7/2010	2,834	0	2,785	49			0	49
63	ARTIO TOTAL RETURN BD FD CL I #152	04315J209		9/18/2009	7/23/2010	5,006	0	4,826	180			0	180
64	ARTIO TOTAL RETURN BD FD CL I #152	04315J209		6/18/2009	7/23/2010	2,033	0	1,868	165			0	165
65	DODGE & COX INT'L STOCK FD #1048	256206103		9/18/2008	2/2/2011	921	0	849	72			0	72
66	DODGE & COX INCOME FD COM #147	256210105		9/18/2009	7/23/2010	4,926	0	4,811	115			0	115
67	DODGE & COX INCOME FD COM #147	256210105		6/5/2009	7/23/2010	2,776	0	2,575	201			0	201
68	DREYFUS EMG MKT DEBT LOC C-I #608	261980494		2/4/2011	5/23/2011	299	0	290	9			0	9
69	JP MORGAN MID CAP VALUE-I #758	339128100		12/17/2010	2/2/2011	718	0	705	13			0	13
70	JP MORGAN MID CAP VALUE-I #758	339128100		12/17/2010	5/23/2011	7,101	0	6,630	471			0	471
71	GOLDEN SMALL CAP CORE FUND	34984T857		9/18/2008	10/7/2010	1,120	0	1,278	-158			0	-158
72	GOLDEN SMALL CAP CORE FUND	34984T857		6/18/2009	12/17/2010	1,327	0	912	415			0	415
73	GOLDEN SMALL CAP CORE FUND	34984T857		9/18/2008	12/17/2010	34,119	0	34,388	-269			0	-269
74	GOLDEN SMALL CAP CORE FUND	34984T857		7/23/2010	12/17/2010	1,004	0	836	168			0	168
75	GOLDEN LARGE CAP CORE FUND-I	34984T881		9/18/2008	10/7/2010	758	0	798	-40			0	-40
76	GOLDEN LARGE CAP CORE FUND-I	34984T881		9/18/2008	2/2/2011	5,135	0	4,798	337			0	337

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

11,757

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Average Hours	Compensation
1	WELLS FARGO BANK NA	X	101N Independence Mall EMACY13	Philadelphia	PA	19106-2112		Trustee	4	11,757
2										
3										
4										
5										
6										
7										
8										
9										
10										

Part

	Benefits	Expense Account	Explanation
	0	0	
1			
2			
3			
4			
5			
6			
7			
8			
9			
10			

Part VI, Line 6a (990-PF) - Estimated Tax Payments

		Date		Amount
1	Credit from prior year return		1	18
2	First quarter estimated tax payment		2	
3	Second quarter estimated tax payment		3	
4	Third quarter estimated tax payment		4	
5	Fourth quarter estimated tax payment		5	
6	Other payments		6	0
7	Total		7	18

FORDNEY LAURA B
EIN #23-6208546
MAY 2011 STMT

				FMV	COST
Invest - Other	1513844779	256210105	DODGE & COX INCOME FD COM #147	78,796	71,608
Invest - Other	1513844779	411511504	HARBOR CAPITAL APRCTION-INST #2012	35,237	34,372
Invest - Other	1513844779	693390700	PIMCO TOTAL RET FD-INST #35	78,725	74,314
Invest - Other	1513844779	693390882	PIMCO FOREIGN BD FD USD H-INST #103	19,733	18,448
Invest - Other	1513844779	77957P105	T ROWE PRICE SHORT TERM BD FD #55	29,523	29,462
Invest - Other	1513844779	04315J209	ARTIO TOTAL RETURN BD FD CL I #1524	29,546	26,292
Invest - Other	1513844779	04315J837	ARTIO INTERNATIONAL EQ FD II #1529	45,013	40,866
Invest - Other	1513844779	922031869	VANGUARD INFLAT PROTECT SEC FD #119	29,681	27,573
Invest - Other	1513844779	87234N849	TCW SMALL CAP GROWTH FUND-I #4724	34,272	31,195
Invest - Other	1513844779	256206103	DODGE & COX INT'L STOCK FD #1048	44,529	32,808
Invest - Other	1513844779	34984T881	GOLDEN LARGE CAP CORE FUND-I	68,743	53,968
Invest - Other	1513844779	552983694	MFS VALUE FUND-CLASS I #893	39,997	39,282
Invest - Other	1513844779	261980494	DREYFUS EMG MKT DEBT LOC C-I #6083	19,765	18,617
Invest - Other	1513844779	339128100	JP MORGAN MID CAP VALUE-I #758	39,203	35,876
Invest - Other	1513844779	693391559	PIMCO EMERG MKTS BD-INST #137	19,624	16,988
Invest - Other	1513844779	38142Y401	GOLDMAN SACHS GRTH OPP FD-I #1132	39,223	22,202
Invest - Other	1513844779	94985D582	WELLS FARGO ADV INTL BOND-IS #4705	19,858	17,371
Invest - Other	1513844779	38142Y773	GOLDMAN SACHS L/C VALUE-I #1216	19,645	14,434
Invest - Other	1513844779	722005667	PIMCO COMMODITY REAL RET STRAT-I#45	40,852	28,905
Invest - Other	1513844779	922908553	VANGUARD REIT VIPER	40,053	34,127
Invest - Other	1513844779	922042858	VANGUARD MSCI EMERGING MARKETS ETF	24,997	23,989
Invest - Other	1513844779	949915565	WF ADV ENDEAVOR SELECT-I #3124	24,830	20,971
Invest - Other	1513844779	4812C0803	JPMORGAN HIGH YIELD FUND SS #3580	58,507	50,207
Invest - Other	1513844779	683974505	OPPENHEIMER DEVELOPING MKT-Y #788	25,352	24,551
Invest - Other	1513844779	78463X863	SPDR DJ WILSHIRE INTERNATIONAL REAL	19,900	19,148
Invest - Other	1513844779	487300808	KEELEY SMALL CAP VAL FD CL I #2251	35,015	31,997
				960,617	839,571
Savings & Temp Inv	1513844779	99999Y944	SECURED MARKET DEPOSIT ACCOUNT	26,110	26,110
Savings & Temp Inv	1513844779	99999Y944	SECURED MARKET DEPOSIT ACCOUNT	20,289	20,289
Cash	1513844779			-	-
				46,399	46,399
			TOTAL	**1,007,017**	**885,970**